

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO.

23372-U

FILED

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

FEB 22 '02

12:15 PM

January 30, 2002

**SURFACE TRANSPORTATION BOARD**



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Rider No. 9 dated as of July 1, 2001, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of May 1, 2000, which was duly filed and recorded on February 5, 2001 and assigned Recordation Number 23372.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Florida East Coast Railway, LLC  
One Malaga Street  
St. Augustine, FL 32805-1048

A description of the railroad equipment covered by the enclosed document is:

Two hundred twenty (220) TOFC and/or TOFC/COFC flatcars marked and numbered FEC 80000 through FEC 80240, not-inclusive. The final number of Cars, and any exceptions in the numeric series, will be identified in the Certificate of Acceptance to be executed by Lessee.

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Mr. Vernon A. Williams  
January 30, 2002  
Page 2

Also enclosed is a payment of \$28 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Rider No.9 dated as of July 1, 2001, to a Lease Agreement dated as of May 1, 2000 covering two hundred twenty (220) TOFC and/or TOFC/COFC flatcars marked and numbered FEC 80000 through FEC 80240, not-inclusive. The final number of Cars, and any exceptions in the numeric series, will be identified in the Certificate of Acceptance to be executed by Lessee.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

JEJ  
Enclosure

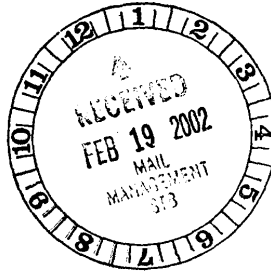
cc: Robert W. Alvord, Esq.

RECORDATION NO. 23372-4 FILED

FEB 22 '02

12-15 PM

SURFACE TRANSPORTATION BOARD



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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

FLORIDA EAST COAST RAILWAY, L.L.C. ("LESSEE")

MAY 1, 2000

RIDER NO. 9 DATED JULY 1, 2001

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Memorandum of a Lease Agreement and Rider No. 9 thereto, made and entered into as of July 1, 2001 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Florida East Coast Railway, L.L.C., a Florida limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor up to two hundred twenty (220) TOFC and/or TOFC/COFC flatcars marked and numbered FEC 80000 through FEC 80240, not-inclusive. The final number of Cars, and any exceptions in the numeric series, will be identified in the Certificate of Acceptance to be executed by Lessee.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 9.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

FLORIDA EAST COAST RAILWAY, L.L.C.

BY: Norriss M. Webb

BY: W.G. Griffiths

NAME: Norriss M. Webb

NAME: W.G. Griffiths

TITLE: Executive Vice President

TITLE: VP & CMO

DATE: 1/25/02

DATE: 1-23-02

STATE OF OREGON

)

) ss.

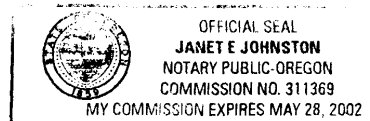
COUNTY OF CLACKAMAS

)

On this 25<sup>th</sup> day of January, 2002, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Florida

)

) ss.

COUNTY OF St. Johns

)

On this 24 day of January, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that s/he is the W. G. Corff, Inc. of FLORIDA EAST COAST RAILWAY, L.L.C. that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Barbara Allen  
NOTARY PUBLIC

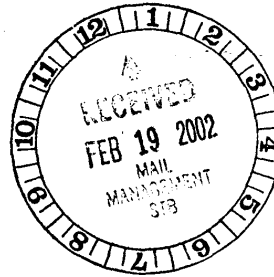
My commission expires: BARBARA ALLEN  
Notary Public, State of Florida  
My Comm. expires Sept. 6, 2002  
Comm. No. CC 761783

RECORDATION NO. \_\_\_\_\_ FILED

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**SURFACE TRANSPORTATION BOARD**



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MEMORANDUM OF LEASE AGREEMENT

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GREENBRIER LEASING CORPORATION ("LESSOR")

AND

FLORIDA EAST COAST RAILWAY, L.L.C. ("LESSEE")

MAY 1, 2000

RIDER NO. 9 DATED JULY 1, 2001

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LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

FLORIDA EAST COAST RAILWAY, L.L.C.

BY: Norriss M. Webb

BY: W.G. Griffiths

NAME: Norriss M. Webb

NAME: W.G. Griffiths

TITLE: Executive Vice President

TITLE: VP & CMO

DATE: 1/25/02

DATE: 1-23-02

STATE OF OREGON

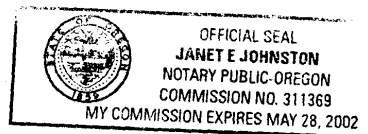
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Janet E Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF

Florida

)  
) ss.  
)

COUNTY OF

St. Johns

On this 24 day of January, 2002, before me personally appeared W. G. Griffiths to me personally known, who being by me duly sworn, says that s/he is the W. G. Griffiths of FLORIDA EAST COAST RAILWAY, L.L.C. that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

BARBARA ALLEN  
Notary Public, State of Florida  
My Comm. expires Sept. 6, 2002  
Comm. No. CC 761783

Barbara Allen  
NOTARY PUBLIC

My commission expires: My Comm. expires Sept. 6, 2002  
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